

FAIRMONT RESOURCES INC.

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Fairmont Resources Inc. (the "**Company**")
120 Adelaide Street West, Unit 2105
Toronto, Ontario
M5H 1T1

Item 2: Date of Material Change

December 31, 2018.

Item 3: News Release

A news release was issued and disseminated on January 11, 2019 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4: Summary of Material Change

The Company has announced that effective December 31, 2018, Harvey McKenzie has resigned as director of the Company and he has been replaced by Binyomin Posen.

Item 5.1: Full Description of Material Change

See attached news release at Schedule "A" to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Michael Lerner
Chief Executive Officer
E: mlerner@gmail.com
(416) 710-4906

Item 9: Date of Report

This report is dated as of the 14th day of January, 2019.

SCHEDULE "A"

Please see attached.



FAIRMONT ANNOUNCES BOARD CHANGES

Vancouver, British Columbia, January 10, 2019 – Fairmont Resources Inc. (“Fairmont” or the “Company”) has announced that, effective December 31, 2018, Harvey McKenzie has resigned as director of the Company and he has been replaced by Binyomin Posen, subject to regulatory approval.

Mr. Posen is a Senior Analyst at Plaza Capital Limited, where he focuses on corporate finance, capital markets and helping companies to go public. After three and a half years of studies overseas, he returned to complete his baccalaureate degree in Toronto. Upon graduating (on the Dean's List) he began his career as an analyst at a Toronto boutique investment bank where his role consisted of raising funds for IPOs and RTOs, business development for portfolio companies and client relations. He is currently director and senior officer at Agau Resources Inc., director of Senternet Phi Gamma Inc., director and senior officer at Dixie Brands Inc. (formerly, Academy Explorations Inc.) and director at Jiminex Inc.

On behalf of the Board of Directors,

Michael Lerner
President, CEO and Director
Fairmont Resources Inc.
Tel: 416-710-4906
mlerner10@gmail.com
www.fairmontresources.ca

***Forward Looking Information:** This News Release may contain forward-looking statements including, but not limited to, comments regarding the timing and content of upcoming work programs, geological interpretations, potential mineral recovery processes, etc. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statement. Accordingly, readers should not undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.*